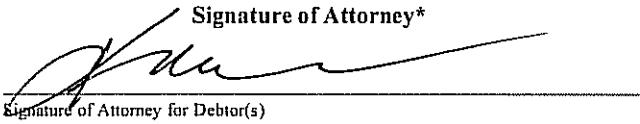
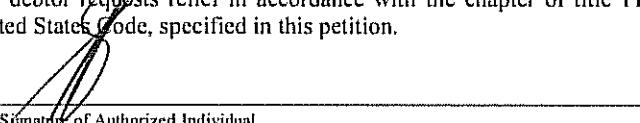


United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): H & S Journal Square Associates, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 26-0667166		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): 912-20 Bergen Ave. Jersey City, NJ		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
ZIPCODE 07306		ZIPCODE	
County of Residence or of the Principal Place of Business: Kings		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address) C/O Haskel Dweck 513 Quentin Road Brooklyn, NY		Mailing Address of Joint Debtor (if different from street address):	
ZIPCODE 11223		ZIPCODE	
Location of Principal Assets of Business Debtor (if different from street address above): 912-20 Bergen Avenue, Jersey City, NJ			
ZIPCODE 07306			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
Estimated Number of Creditors <input checked="" type="checkbox"/> <input type="checkbox"/> 1-49 50-99 100-199 200-999 1,000-5,000 5,001-10,000 10,001-25,000 25,001-50,000 50,001-100,000 Over 100,000			
Estimated Assets <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 to \$50,000,001 to \$100,000,001 to \$500,000,001 to \$1 billion More than \$50,000 \$100,000 \$500,000 \$1 million \$10 million to \$50 million \$100 million to \$500 million to \$1 billion \$1 billion			
Estimated Liabilities <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 to \$50,000,001 to \$100,000,001 to \$500,000,001 to \$1 billion More than \$50,000 \$100,000 \$500,000 \$1 million \$10 million to \$50 million \$100 million to \$500 million to \$1 billion \$1 billion			
THIS SPACE IS FOR COURT USE ONLY			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): H & S Journal Square Associates, LLC	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Burnside Avenue Lot Stores, Inc, et al	Case Number: 08-12988	Date Filed: July 31, 2008	
District: Southern District	Relationship: Affiliate	Judge: James M. Peck	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ <small>Signature of Attorney for Debtor(s)</small> _____ <small>Date</small>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<hr/> (Name of landlord or lessor that obtained judgment)			
<hr/> (Address of landlord or lessor)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): H & S Journal Square Associates, LLC
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative _____</p> <p>Date _____</p>
<p>Signature of Attorney* </p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Kevin J. Nash Goldberg, Weprin, Finkel, Goldstein, L.L.P. 1501 Broadway, 22nd Floor New York, NY 10036 (212) 221-5700 Fax: (212) 730-4518</p> <p>Date _____</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		Signature of Non-Attorney Petition Preparer <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p>X _____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Date _____</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual: _____</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p>Signature of Debtor (Corporation/Partnership) </p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>Scott Dweck and Haskel Dweck Printed Name of Authorized Individual</p> <p>Co-Members Title of Authorized Individual</p> <p>Date _____</p>		

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X

Signature of Attorney for Debtor(s)

Kevin J. Nash
 Goldberg, Weprin, Finkel,
 Goldstein, L.L.P.
 1501 Broadway, 22nd Floor
 New York, NY 10036
 (212) 221-5700 Fax: (212) 730-4518

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Scott Dweck and Haskell Dweck

Printed Name of Authorized Individual

Co-Members

Title of Authorized Individual

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

United States Bankruptcy Court
Southern District of New York

IN RE:

H & S Journal Square Associates, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 (or chapter 9) case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1)	Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
	Greg Messer, Trustee C/O LaMonica, Herbst & Maniscalco 3305 Jerusalem Avenue Wantagh, NY 11793	Gary Herbst, Esq.		Contingent Unliquidated	2,700,000.00
	Bally Total Fitness of Greater New York c/o Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10039			Unliquidated Disputed	750,000.00
	Robert K. Futterman & Associates LLC 521 Fifth Avenue 7th Fl New York, NY 10175	Barry Fishback	Breach of contract	Contingent Unliquidated Disputed	270,000.00
	Gluck & Associates 1186 54th Street Brooklyn, NY	Cindy Gluck	Trade debt	Unliquidated	60,000.00
	Welco Realty 2525 Palmer Avenue New Rochelle, NY 10801	Jerry Welkis	Trade debt	Unliquidated	25,000.00
	Margulies, Katzen and Bass, LLP 121 Summerhill Road East Brunswick, NJ 08816	Barry Margulies, CPA			4,628.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] or [a member or an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: _____

Signature: _____

Scott Dweck and Haskel Dweck, Co-Members

(Print Name and Title)

United States Bankruptcy Court
Southern District of New York

IN RE:

H & S Journal Square Associates, LLC

Debtor(s)

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 20,000,000.00		
B - Personal Property	Yes	3	\$ 799,032.20		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$ 15,134,885.39	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$ 3,809,625.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
TOTAL		14	\$ 20,799,032.20	\$ 18,944,510.39	

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
912-20 Bergen Ave. & 922 Bergen Ave. Jersey City, NJ 07306			20,000,000.00	15,134,885.39

TOTAL 20,000,000.00

(Report also on Summary of Schedules)

IN RE H & S Journal Square Associates, LLC

Case No. _____

Debtor(s)

(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking account at Bank of America All current rents are being collected by Oritiani Bank		20.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, include audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issue.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Bally Total Fitness of Greater New York, Inc - Potential unpaid rent claim of at least \$664,012.20 Ashley Stewart - Back rent estimated at \$20,000 Seven-Eleven - Back rent estimated at \$35,000 Tenants owe accrued real estate taxes estimated at \$80,000 - \$100,000		799,012.20
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X			
				TOTAL <u>799,032.20</u>

(Include amounts from any continuation sheets attached.
Report total also on Summary of Schedules.)

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under:
(Check one box)

Check if debtor claims a homestead exemption that exceeds \$146,450. *

11 U.S.C. § 522(b)(2)
 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
Not Applicable			

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			X	X	X	14,077,725.02	
ACCOUNT NO.	X	Mortgage					
CA 912-921 Bergen Avenue LLC C/O ACHS Management Corp. 1407 Broadway 41st Floor New York, NY		VALUE \$ 20,000,000.00					
ACCOUNT NO.		Assignee or other notification for: CA 912-921 Bergen Avenue LLC					
Forman Hold Eliades & Ravin LLC Attn: David S. Catuogno, Esq. 80 Route 4 East, Suite 290 Paramus, NJ 07652		VALUE \$					
ACCOUNT NO.		Mechanic's lien arising from Bally construction	X	X	X	131,200.44	
Ener-G Electric Inc. 366 South Main Street Wharton, NJ 07885		VALUE \$ 20,000,000.00					
ACCOUNT NO.		Mechanic's lien arising from Bally construction	X	X	X	36,253.00	
JMC Floor Covering, Inc. 41-42 56th Street Woodside, NY 11377		VALUE \$ 20,000,000.00					
Subtotal (Total of this page)						\$ 14,245,178.46	\$
Total (Use only on last page)						\$	\$

1 continuation sheets attached

(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)
--	--

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.						
KF Mechanical LLC 10 Stewart Place Fairfield, NJ 07004		Mechanic's lien arising from Bally construction	X	X	53,290.00	
		VALUE \$ 20,000,000.00				
ACCOUNT NO.						
McGowan Builder's Inc. 160 East Union Avenue East Rutherford, NJ 07073		Mechanic's lien arising from Bally construction	X	X	801,678.21	
		VALUE \$ 20,000,000.00				
ACCOUNT NO.						
RD Mechanical Corp. 1278 Bloomfield Avenue Building 2, Unit 12 Fairfield, NJ 07004		Mechanic's lien arising from Bally construction	X	X	34,738.72	
		VALUE \$ 20,000,000.00				
ACCOUNT NO.						
		VALUE \$				
ACCOUNT NO.						
		VALUE \$				
ACCOUNT NO.						
		VALUE \$				
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)		\$ 889,706.93	\$
			Total (Use only on last page)		\$ 15,134,885.39	\$

(Report also on
Summary of
Schedules.)(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

IN RE H & S Journal Square Associates, LLC

Case No. _____

Debtor(s)

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Taxes and Other Certain Debts Owed to Governmental Units

(Type of Priority for Claims Listed on This Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. (See Instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM				AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED			
ACCOUNT NO. Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346			Notification purposes	X	X	X			
ACCOUNT NO. Jersey City Tax Collector City Hall 280 Grove Street Jersey City, NJ 07302			Notification purposes	X	X	X	unknown		
ACCOUNT NO. New Jersey Department of Law Hughes Justice Complex 25 Market Street Trenton, NJ 08625			Notification purposes	X	X	X	unknown		
ACCOUNT NO. New Jersey Department of Treasury State House Trenton, NJ 08626			Notification purposes	X	X	X	unknown		
ACCOUNT NO. New York City Dept. of Law Office of the Corporation Counsel 100 Church St. New York, NY 10007			Notification purposes	X	X	X	unknown		
ACCOUNT NO. NYC Dept. of Finance Bankruptcy & Assignme 340 Adams St. - 10th Fl. Brooklyn, NY 11201			Notification purposes	X	X		unknown		
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Totals of this page)	\$	\$
							Total	\$	\$

(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

Total

(Use only on last page of the completed Schedule E. If applicable,
report also on the Statistical Summary of Certain Liabilities and Related Data.)

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Taxes and Other Certain Debts Owed to Governmental Units

(Type of Priority for Claims Listed on This Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM				AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
			CONTINGENT	UNLIQUIDATED	DISPUTED			
ACCOUNT NO. NYS Dept. of Taxation & Finance Bankruptcy/Special Procedures P.O. Box 5300 Albany, NY 12205-0300		Notification purposes	X	X	X			
ACCOUNT NO. NYS Unemployment Insurance Fund P.O. Box 551 Albany, NY 12201		Notification purposes	X	X	X			
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
Sheet no. <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims		Subtotal (Totals of this page)	\$	\$	\$			
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)			Total					
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)			Total					
						\$	\$	\$

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			X	X	X	
ACCOUNT NO. Bally Total Fitness of Greater New York c/o Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036		Alleged setoff against rent due to Debtor net of escrow - in litigation	X	X		750,000.00
ACCOUNT NO. Gluck & Associates 1185 54th Street Brooklyn, NY		Broker commission	X			60,000.00
ACCOUNT NO. Greg Messer, Trustee C/O LaMonica, Herbst & Maniscalco 3305 Jerusalem Avenue Wantagh, NY 11793		Guarantor of plan payments in Chapter 11 cases filed by Burnside Avenue Lot Stores, Inc. et al 08-12988 (JMP). Amount subject to reduction based on past and future sales of other properties.	X	X		2,700,000.00
ACCOUNT NO. Margulies, Katzen and Bass, LLP 121 Summerhill Road East Brunswick, NJ 08816		Accounting fees				4,625.00
Subtotal (Total of this page)						\$ 3,514,625.00
Total (Use only on last page of the completed Schedule F. Report also on the Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						\$

1 continuation sheets attached

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
ACCOUNT NO.		Broker commission. In litigation.	X	X	X
Robert K. Futterman & Associates LLC 521 Fifth Avenue 7th Fl New York, NY 10175					270,000.00
ACCOUNT NO.		Assignee or other notification for: Robert K. Futterman & Associates LLC			
Sills Cummis & Gross P.C. C/O Anthony Argiropoulos Esq. 650 College Road East Princeton, NJ 08540					
ACCOUNT NO.		Broker commission	X		
Welco Realty 2525 Palmer Avenue New Rochelle, NY 10801					25,000.00
ACCOUNT NO.					
ACCOUNT NO.					
ACCOUNT NO.					
ACCOUNT NO.					
ACCOUNT NO.					

Sheet no. 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	\$ 295,000.00
Total	
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	\$ 3,809,625.00

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
7-11 Store 924 Bergen Avenue Jersey City, NJ 07306	Commercial Lease
Nextel Of New York, Inc. d/b/a Nextel Communications One No. Broadway, 2nd Fl. White Plains, NY 10601	Commercial Lease
Radio Shack Corporation 300 W, 3rd St., Suite 400 Ft. Worth, TX 76102	Commercial Lease
Popeye's c/o Journal Square's Favorite Chicken LL 605 Broadway Bayonne, NJ 07002	Commercial Lease
International Communication Solutions Inc. 66 Elmora Ave. Elizabeth, NJ 07202	Commercial Lease
Bally's Total Fitness c/o Jack LaLanne Fitness Centers Inc. 8700 West Bryn Mawr Ave.-2nd Fl. Chicago, IL 60631	Commercial Lease
Ashley Stewart, Ltd. 100 Metro Way Secaucus, NJ 07094	Commercial Lease
Pinter International Inc. d/b/a The UPS Store 924 Bergen Ave. Jersey City, NJ 07306	Commercial Lease
Viacom Outdoor 185 U.S. Highway 46 Fairfield, NJ 07004	Commercial Lease
Workforce Advantage 33 Journal Square Jersey City, NJ 07306	Commercial Lease

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Haskel A. Dweck	CA 912-921 Bergen Avenue LLC C/O ACHS Management Corp. 1407 Broadway 41st Floor New York, NY
Scott A. Dweck	CA 912-921 Bergen Avenue LLC C/O ACHS Management Corp. 1407 Broadway 41st Floor New York, NY

B6 Declaration (Official Form 6 - Declaration) (12/07)

IN RE H & S Journal Square Associates, LLC

Debtor(s)

Case No.

(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____ Signature: _____ Debtor

Date: _____ Signature: _____

(Join Debtor, if any)
[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342 (b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs the document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provision of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Co-Members (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the H & S Journal Square Associates, LLC (corporation or partnership) named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets (total shown on summary page plus 0), and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____ Signature: _____

Scott Dweck and Haskel Dweck

(Print or type name of individual signing on behalf of debtor)

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: X
H&S JOURNAL SQUARE ASSOCIATES, LLC, Chapter 11
Case No.
Debtor.

X

LIMITED LIABILITY COMPANY RESOLUTION

At a special meeting of the members of H&S Journal Square Associates, LLC (the "Company") held on April 6, 2011, and upon due consent and after motion duly made, seconded and unanimously carried, it is hereby:

RESOLVED, that the Company is authorized and empowered to cause the filing of a petition under Chapter 11 of the United States Bankruptcy Code in the United states Bankruptcy Court for the Southern District of New York, and that the same is in the best interests of the Company and its creditors; and it is further

RESOLVED, that the Company is authorized to retain the firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP, as counsel for purposes of filing and prosecuting this Chapter 11 case.

Dated: New York, New York
April 6, 2011

H&S JOURNAL SQUARE ASSOCIATES, LLC

By: _____

Name: Scott A. Dweck
Title: Co-Manager/Member

By: _____

Name: Haskel A. Dweck
Title: Co-Manager/Member

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

X Chapter 11

H&S JOURNAL SQUARE ASSOCIATES, LLC, Case No.

Debtor.

X

LIST OF EQUITY HOLDERS

Scott A. Dweck 50%

Haskel A. Dweck 50%

Executed on April 6, 2011

H&S JOURNAL SQUARE ASSOCIATES, LLC

By: _____

Name: Scott A. Dweck
Title: Co-Manager/Member

By: _____

Name: Haskel A. Dweck
Title: Co-Manager/Member

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

X
Chapter 11

H&S JOURNAL SQUARE ASSOCIATES, LLC,

Case No.

Debtor.

X

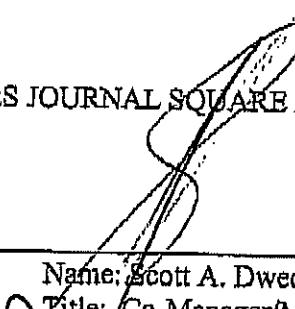
RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, H&S Journal Square Associates, LLC (the "Debtor"), certifies that it is a private non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

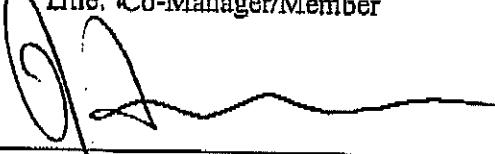
Executed on April 6, 2011

H&S JOURNAL SQUARE ASSOCIATES, LLC

By: _____


Name: Scott A. Dweck
Title: Co-Manager/Member

By: _____


Name: Haskel A. Dweck
Title: Co-Manager/Member

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: Chapter 11
H&S JOURNAL SQUARE ASSOCIATES, LLC, Case No.
Debtor.

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SCHEDULE OF PENDING LAWSUITS

1. Oritani Bank f/k/a Oritani Savings Bank v.
H&S Journal Square Associates LLC, et al.
Superior Court of New Jersey
Chancery Division
Hudson County
Civil Action – Foreclosure
Docket No. F-53552-09
Attorney for Plaintiff: Forman Holt Eliades & Ravin LLC
80 Route 4 East - Suite 290
Paramus, NJ 07652

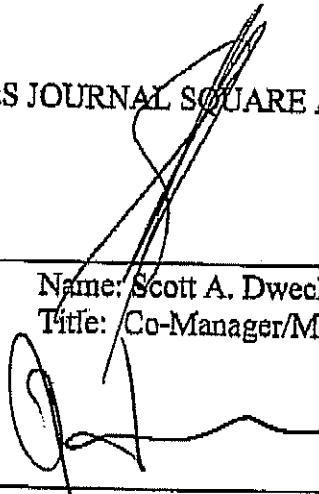
2. Robert K. Futterman and Associates, L.L.C. v.
H&S Journal Square Associates, LLC et al.
Superior Court of New Jersey
Law Division
Hudson County
Civil Action – Breach of Contract
Docket No. HUD-L-2178-09
Attorney for Plaintiff: Sills Cummis & Gross
650 College Road East
Princeton, NJ 08540

3. Bally Total Fitness of Greater New York, Inc. et al.
U.S. Bankruptcy Court for the Southern District of New York
Case No. 08-14818 (BRL)
Motion to compel debtor/tenant to pay rent
Attorney for tenant: Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

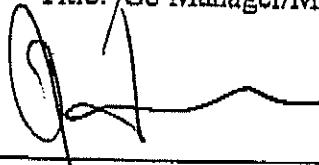
4. Burnside Avenue Lot Stores, Inc. et al.
U.S. Bankruptcy Court for the Southern District of New York
Case No. 08-12988 (JMP)
Trustee's motion to compel sale of real property
Attorney for Trustee: LaMonica, Herbst & Maniscalco
3305 Jerusalem Avenue
Wantagh, NY 11793

Dated: New York, New York
April 6, 2011

H&S JOURNAL SQUARE ASSOCIATES, LLC

By: 

Name: Scott A. Dweck
Title: Co-Manager/Member

By: 

Name: Haskel A. Dweck
Title: Co-Manager/Member

KEVIN J. NASH, ESQ.
GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP
1501 Broadway, 22nd Floor
New York, New York 10036
(212) 221-5700

Attorneys for the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

H&S JOURNAL SQUARE ASSOCIATES, LLC

Case No.

Debtor.

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**JOINT AFFIRMATION PURSUANT TO
LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

SCOTT A. DWECK and HASKEL A. DWECK affirm as follows:

1. We are the sole members and managers of H&S Journal Square Associates LLC (the "Debtor"), which owns two adjoining three story commercial buildings in Jersey City, New Jersey (the "H&S Property") currently occupied by ten commercial tenants.

2. We submit this joint Affirmation in accordance with Local Bankruptcy Rule 1007-2 in support of the voluntary petition filed by the Debtor under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

3. We believe that the H&S Property retains significant equity even though it is subject to pending foreclosure proceedings in New Jersey and has guaranteed the final payments owed to Gregory Messer as Chapter 11 Trustee, in connection with the modified plan of reorganization filed in the Chapter 11 cases of Burnside Avenue Lot Stores, Inc. and its affiliates ("Lot Stores").

4. In recent weeks, the first mortgage originally held by Oritani Bank f/k/a Oritani Saving Bank ("Oritani") has been sold and assigned to a private investment group. This assignment changed the complexion of prior restructuring discussions that the Debtor was pursuing with Oritani over the last several months.

5. With the course of future discussions uncertain, the Debtor in an abundance of caution has elected to seek Chapter 11 relief to preserve the status quo so it can continue with its efforts to market and sell the H&S Property and utilize the proceeds to satisfy the allowed claims of the new mortgagee, pay the balance owed to Mr. Messer and satisfy the legitimate claims of all other creditors.

6. Because of the interrelationship between the H&S Property and the Lot Stores bankruptcy proceedings, this case is filed as a related proceeding before Judge Peck involving affiliates. Indeed, the H&S Property is already subject to a sale procedure order entered in the Lot Stores Chapter 11 case on March 2, 2011. This filing will facilitate implementation of that order without the threat of foreclosure and loss of equity.

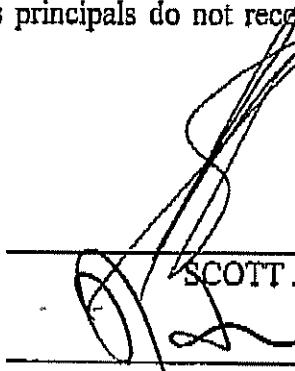
7. Pursuant to Bankruptcy Rule 1007(d), a list containing the names and addresses of the creditors holding the twenty (20)¹ largest unsecured non-disputed claims against the Debtor is attached to its petition. Also, in accordance with Local Bankruptcy Rules, a list containing the name and address of the Debtor's secured creditor and equity holders are attached to the petition.

8. The Debtor's current secured creditor is CA 912-921 Bergen Avenue LLC ("CA 912"), by way of assignment from Oritani. CA 912 holds a first mortgage in the principal sum of \$14,077,715.02 encumbering the H&S Property. Although the mortgage was less than three months in default at the time of foreclosure, and has been performing thereafter, based on ongoing collections, the lender is seeking default interest in excess of \$4.5 million which is excessive in the extreme to say the least.

9. Under a prior agreement entered in the foreclosure action, all rents generated by the H&S Property rents are paid directly to Oritani, which is also paying expenses pursuant to a budget.

10. The Debtor's principals do not receive a salary and have not received any distributions.

Executed April 6, 2011



SCOTT A. DWECK



HASKEL A. DWECK

¹ There are actually only six total unsecured creditors, plus various tax authorities who are listed by the Debtor for notice purposes only.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

BURNSIDE AVENUE LOT STORES, INC. *et al.*,

Chapter 11
Case No. 08-12988-jmp
(substantively consolidated)

Debtors.

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**CONSENT ORDER, PURSUANT TO 11 U.S.C. §§105 & 1142, AUTHORIZING AND
DIRECTING THE SALE OF CERTAIN REAL PROPERTIES IN ACCORDANCE
WITH THE MODIFIED PLAN AND THE FUNDING AGREEMENT**

Upon the motion (the “Motion”) of Gregory M. Messer, the Chapter 11 Trustee (the “Trustee”) of the substantively consolidated cases of Burnside Avenue Lot Stores *et al.* (the “Debtors”), by his counsel, LaMonica Herbst & Maniscalco, LLP, seeking the entry of an Order, pursuant to §§105 & 1142 of Title 11 of the United States Code (the “Bankruptcy Code”), to compel the sale of certain real properties, including without limitation, the real properties located at 1153 East 22nd Street, Brooklyn, New York (“East 22 St Property”) and 513 Quentin Road, Brooklyn, New York (“Quentin Road Property”), pledged in accordance with the terms of the Funding Agreement (as defined in the Modified Plan); the Debtors; confirmed Plan of Reorganization (ECF No. 459) and the Debtors’ confirmed Modified Plan of Reorganization (ECF No. 662) (the “Modified Plan”) and for related relief; and the Dweck Family (the “Dwecks”) Response and Preservation of Various Rights in Connection with Motion (the “Response”); and the Dwecks having agreed to place the real property located at 912-920 Bergen Avenue, Jersey City, New Jersey owned by H&S Journal Square Associates, LLC (“H&S Journal Property”) on the market for sale; and the Trustee having received a contract of sale to sell the East 22 St Property; and the Dwecks having agreed to consent to the relief requested in the Motion subject to the preservation of rights as set forth in the Response; and there being no

opposition to the Motion; and a hearing on the Motion having been held before the Court on February 17, 2011 (the “Hearing”); and the Court having jurisdiction to consider the Motion; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§1408 & 1409; and the Court having considered the relief requested in the Motion at the Hearing, the record of which is incorporated herein by reference; and good and sufficient cause appearing therefor, it is

ORDERED, that the Trustee is authorized to proceed with the sale of the real properties, including but not limited to, the East 22 St Property and the Quentin Road Property, pledged in accordance with the terms of the Funding Agreement and the confirmed Modified Plan; and it is further

ORDERED, that the Dwecks shall immediately move forward with the sale of the H&S Journal Property; and it is further

ORDERED, that if the Dwecks do not have a contract of sale for the H&S Journal Property by May 31, 2011, the Trustee shall be authorized to move forward with the sale of the H&S Journal Property in conjunction with the Dwecks and H&S; and it is further

ORDERED, that the Trustee shall first seek to sell the East 22 St Property and thereafter the H&S Journal Property in conjunction with the Dwecks and H&S, however, if the Dwecks’ payment obligations in accordance with the Funding Agreement and the Modified Plan Modified Plan are not fully paid by July 1, 2011, the Trustee shall be authorized to proceed to sell the Quentin Road Property; and it is further

ORDERED, that, unless waived by the Dwecks, the Trustee shall set aside, subject to further order and determination of the Court, the sum of \$150,000 from the sale proceeds from the sale of the East 22 St Property on account of the asserted homestead exemption; and it is

further

ORDERED, that, unless waived by the Dwecks, the Trustee shall set aside, subject to further order and determination of the Court, the sum of \$150,000 from the sale proceeds from the sale of the Quentin Road Property on account of the asserted homestead exemption; and it is further

ORDERED, that the Trustee is authorized to take such steps, execute such documents and expend such funds as may be reasonably necessary to effectuate and implement the terms and conditions of this Order and the sale and marketing of the properties.

Dated: New York, New York

March 2, 2011

s/ James M. Peck

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of New York

IN RE:

H & S Journal Square Associates, LLC

Debtor(s)

Case No. _____

Chapter 11 _____

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: _____

Signature: _____

Scott Dweck and Haskell Dweck, Co-Members

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

7-11 Store
924 Bergen Avenue
Jersey City, NJ 07306

Ashley Stewart, Ltd.
100 Metro Way
Secaucus, NJ 07094

Bally Total Fitness of Greater New York
c/o Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Bally's Total Fitness
c/o Jack LaLanne Fitness Centers Inc.
8700 West Bryn Mawr Ave.-2nd Fl.
Chicago, IL 60631

Ener-G Electric Inc.
366 South Main Street
Wharton, NJ 07885

Forman Hold Eliades & Ravin LLC
Attn: David S. Catuogno, Esq.
80 Route 4 East, Suite 290
Paramus, NJ 07652

Greg Messer, Trustee
C/O LaMonica, Herbst & Maniscalco
3305 Jerusalem Avenue
Wantagh, NY 11793

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Internation Communication Solutions Inc.
66 Elmora Ave.
Elizabeth, NJ 07202

Jersey City Tax Collector
City Hall
280 Grove Street
Jersey City, NJ 07302

JMC Floor Covering, Inc.
41-42 56th Street
Woodside, NY 11377

KF Mechanical LLC
10 Stewart Place
Fairfield, NJ 07004

Margulies, Katzen and Bass, LLP
121 Summerhill Road
East Brunswick, NJ 08816

McGowan Builder's Inc.
160 East Union Avenue
East Rutherford, NJ 07073

New Jersey Department of Law
Hughes Justice Complex
25 Market Street
Trenton, NJ 08625

New Jersey Department of Treasury
State House
Trenton, NJ 08626

New York City Dept. of Law
Office of the Corporation Counsel
100 Church St.
New York, NY 10007

Nextel Of New York, Inc.
d/b/a Nextel Communications
One No. Broadway, 2nd Fl.
White Plains, NY 10601

NYC Dept. of Finance
Bankruptcy & Assignme
340 Adams St. - 10th Fl.
Brooklyn, NY 11201

NYS Dept. of Taxation & Finance
Bankruptcy/Special Procedures
P.O. Box 5300
Albany, NY 12205-0300

NYS Unemployment Insurance Fund
P.O. Box 551
Albany, NY 12201

Pinter International Inc. d/b/a
The UPS Store
924 Bergen Ave.
Jersey City, NJ 07306

Popeye's
c/o Journal Square's Favorite Chicken LL
605 Broadway
Bayonne, NJ 07002

Radio Shack Corporation
300 W, 3rd St., Suite 400
Ft. Worth, TX 76102

RD Mechanical Corp.
1278 Bloomfield Avenue
Building 2, Unit 12
Fairfield, NJ 07004

Robert K. Futterman & Associates LLC
521 Fifth Avenue 7th Fl
New York, NY 10175

Sills Cummis & Gross P.C.
C/O Anthony Argiropoulos Esq.
650 College Road East
Princeton, NJ 08540

Viacom Outdoor
185 U.S. Highway 46
Fairfield, NJ 07004

Welco Realty
2525 Palmer Avenue
New Rochelle, NY 10801

Workforce Advantage
33 Journal Square
Jersey City, NJ 07306